

- 1 -

A SYSTEM AND METHOD FOR FACILITATING UNLISTED MARKET
TRANSACTIONS

FIELD OF THE INVENTION

5

The present invention generally relates to a system and method for facilitating unlisted market transactions, and particularly, but not exclusively, to a system and method for facilitating the matching of buyers and sellers in a private equity market.

10

BACKGROUND OF THE INVENTION

Unlike the trading of secondary securities (such as bonds, shares, futures), private equity and other unlisted market transactions (such as sale of business, sale of debt, and international trade transactions) cannot be readily "commodified", as each transaction by a company is unique and highly dependent on the individual needs of the company at any given time.

20

Due to the highly specialised nature of an unlisted market transaction, the advertisement of opportunities in the unlisted markets has traditionally been communicated through word of mouth via a small specialised group of individuals, who, for the sake of clarity, will be referred to hereinafter as "advisers, agents or brokers".

25

There is no industry standard that regulates unlisted market transactions (other than limited aspects of the corporations law), and no professional body which oversees or regulates advisers, agents or brokers who engage in unlisted market transactions.

30

This has resulted in an unlisted marketplace that is largely fragmented, and relies on the small group of

- 2 -

individuals, namely advisers, agents or brokers, to match opportunities with interested investors or purchasers.

The fragmented nature of the unlisted markets creates an environment where investor and purchaser education is

5 poor, and access to opportunities is also poor, as each individual adviser or broker only has a limited network of contacts.

In the past, attempts have been made to ameliorate this problem by providing networks which allow different

10 advisers, agents or brokers to come together to share knowledge and opportunities. More recently, with the advent of the Internet and other publicly accessible computer networks, the task of marrying opportunities with interested investors or buyers has become partly

15 automated. Such automated services are known in the art as "matching services". Matching services generally attempt to match businesses seeking funds with investors. They do so by collecting basic data on businesses seeking funds and on investors seeking investment opportunities.

20 The matching engines then utilise this information to match businesses to investors. For example, an investor A may wish to invest in a "biotech" company, and may wish to limit their investment to \$2 million. The investor A would provide this information to the matching service.

25 Concurrently, a "biotech" company B that has developed a new technology may require \$1 million to commercialise their newly developed technology. Company B would provide this information to the matching service.

The matching service then compares the information
30 and finds that the investment opportunity offered by company B matches investor A's criteria, and so a match would be generated and appropriate steps taken to introduce both parties. Whilst this example is overly

- 3 -

simplistic, it serves to illustrate the point that such matching services merely automate certain aspects of the individual adviser's, agent's or broker's traditional role.

5 Consequently, matching services are only as effective as the network of contacts that have been built up by the matching service. That is, in order for a matching service to be successful, it is required to build up a critical mass of both investors/buyers and corresponding
10 opportunities (i.e. companies seeking investors). Moreover, the matching service must also manage the investors and the companies correctly to ensure that reasonable matches are made. That is, if inappropriate matches are made, then over time, the credibility of the
15 matching service will deteriorate.

 In the past, there have been a number of attempts to provide a centralised matching service, which operates in an analogous manner to a traditional stock market or exchange. That is, sophisticated, partly automated and
20 generally computer network (e.g. Internet) based matching services have been created and operated by an adviser or broker. Such services have attempted to provide a central point for unlisted market transactions and their success has been dependent on attracting a critical mass of
25 advisers, agents or brokers.

 The success of such services has been limited, primarily because individual advisers, agents or brokers, by joining the network, are required to partly or wholly relinquish their clients to the centralised matching
30 service.

 Obviously, advisers, agents or brokers will not readily pass their clients to another service, particularly where the service is centrally administered

- 4 -

by another adviser or broker and not a disinterested third party (such as a quasi-government body). Therefore, privately run centralised matching services are flawed because their centralised nature requires each adviser or
5 broker who joins the network to relinquish control over their clients in return for little objective gain.

Consequently, there exists a basic tension between the best interests of advisers, agents or brokers, and the best interests of their clients. While advisers, agents
10 or brokers are disadvantaged if they relinquish their clients to a centralised matching service, clients are obviously advantaged, as they are potentially exposed to more or better opportunities if they become part of a larger community of opportunities. Some matching services
15 have tried to ameliorate this problem by allowing interested entities with opportunities to directly register with their matching service. This solution is also sub-optimal, as many entities are not aware of the strict requirements placed on them by the corporations law
20 in many jurisdictions, and may unwittingly fall foul of the corporations law when listing their opportunity.

Furthermore, such entities may not have experience in placing their opportunity in the best light, and may find it difficult to do so without the help of an experienced
25 adviser or broker.

In other words, there are advantages to be gained by retaining the services of the adviser or broker to conduct the transaction, but, by their nature, centralised matching services unwittingly provide a strong
30 disincentive to the adviser or broker community.

SUMMARY OF INVENTION

In a first aspect, the present invention provides a method for facilitating unlisted market transactions by a party over a computer network, comprising the steps of allowing a first user to enter information regarding an unlisted market transaction by the party, the information including one or more characteristics which describe the unlisted market transaction, and posting the information to a point on the computer network which is accessible by other users, wherein the point on the computer network identifies the information as having been entered by the first user.

The method may comprise the further step of comparing the posted information against other information regarding other unlisted market transactions, and if the information meets a predetermined matching criteria, generating a match condition and communicating the match condition to the first user.

The step of comparing the posted information against other information regarding other unlisted market transactions may comprise the further step of comparing key words regarding each unlisted market transaction against key words regarding each of the other unlisted market transactions, and generating the match condition if the key words match.

The method may comprise the further step of ascribing a value to each of the plurality of characteristics, and comparing the value of each characteristic in the entered information against a corresponding characteristic in other entered information, to derive a rating value therefrom.

- 6 -

The method, in one embodiment, comprises the further step of comparing the rating of each unlisted market transaction to a predetermined value, whereby, if the rating value is greater than the predetermined value, a
5 match condition is generated.

In one embodiment, the party to the transaction is not identified, either by removing identifying information prior to posting the entered information, or by not allowing the first user to enter information that
10 identifies the party.

The method may further comprise the step of verifying the information entered by the first user against a predetermined set of verification criteria, wherein the information entered by the first user is not posted to a
15 point on the computer network if it does not comply with the predetermined set of verification criteria.

In a specific embodiment, the method further comprises the step of allowing the first user to provide post-transaction information once the transaction is
20 completed, wherein the post-transaction information is posted to a point on the computer network accessible by the other users.

The method may further comprise the step of allowing the first user to enter the information or
25 post-transaction information via a predetermined form containing a series of questions.

The method may comprise the further step of providing a plurality of forms, and allowing the user to choose a relevant form from the plurality of forms, whereby the
30 relevant form contains questions that allow the user to enter information relevant to a specific event.

In one embodiment, the point on the computer network is a web site associated with the first user.

- 7 -

The point on the computer network will, in many embodiments, be a website that appears to be owned and operated by the agent, advisor, or broker. That is, an outside user viewing the opportunity may see a website
5 that contains the branding, contact details and other information of the broker, advisor or agent. However, the underlying information regarding opportunities may reside on a different server. In this manner, the agent (and client) enjoys the benefits which arise from exposed to a
10 large number of opportunities, whilst simultaneously allowing the agent, advisor or broker to retain control over their personal listings.

In a method in accordance with an embodiment of the present invention, a user is generally an agent or an
15 adviser acting on behalf of a party, the party generally being an entity such as a company or an individual. However, it will be understood that the user and the party may be one and the same. In another embodiment, however, the first user is restricted to being an agent or adviser
20 acting on behalf of a party.

In a particular embodiment, the first user may enter information into a first server arranged to receive information regarding an unlisted markets transaction by the party, and the first server posts the information to a
25 point on the computer network.

The first server may provide the information to a second server, the second server being arranged to compare the unlisted market transaction against other unlisted market transactions by other parties, and, if a match
30 condition is generated, report the match condition to the user.

One of the first and second servers may send the information to a third server arranged to receive and

- 8 -

store the entered information, wherein the stored information is utilisable to perform a statistical analysis of the unlisted market transactions.

5 A plurality of first servers may be provided, each first server being associated with a different user and a match condition may only be generated between entered information that resides on a single first server.

10 Advantageously, a method in accordance with the present invention allows an adviser or agent to operate what appears to be an independent website, with opportunities that are managed by the adviser or agent being displayed on the website. To a third party, the website appears to be owned and managed by the adviser or agent, whilst the adviser or agent continues to enjoy the
15 benefits of being part of a larger network of advisers, agents or brokers.

The method in accordance with an embodiment of the present invention provides a number of advantages.

20 Firstly, the decentralised methodology utilised allows advisers, agents or brokers to maintain their independence while still interacting with a large community of other advisers, agents or brokers (i.e. a 'network of networks').

25 Secondly, by preserving the anonymity of the parties listed, the advisers, agents or brokers retain control over the entities they manage (i.e. their clients), as all interested parties must, at first instance, contact the advisers, agents or brokers if they wish to receive more information.

30 Thirdly, the form driven interface ensures that all information provided is comprehensive and relevant, as the forms serve to guide advisers, agents or brokers.

- 9 -

Fourthly, the information gathered will, over time, create a comprehensive database of raw statistical data, which may then be used for analytical purposes (for example, determining overall trends in the market or
5 monitoring participants).

In a second aspect, the present invention provides a system for facilitating unlisted market transactions by a party over a computer network, comprising means for allowing a first user to enter information regarding an
10 unlisted market transaction by the party, the information including one or more characteristics which describe the unlisted market transaction, and means for posting the information to a point on the computer network which is accessible by other users, wherein the point on the
15 computer network identifies the information as having been entered by the first user.

In a third aspect, the present invention provides a system for facilitating unlisted markets transactions by a party, comprising, a first server arranged to receive
20 information from a user regarding an unlisted markets transaction by the party, the first server being arranged to post the information to a point on a computer network and provide the information to a second server, the second server being arranged to compare the unlisted market
25 transaction against other unlisted market transactions by other parties, and, if a match condition is generated, report the match condition to the user.

In a fourth aspect, the present invention provides a computer program arranged, when loaded on a computing
30 system, to implement a method in accordance with the first aspect of the invention.

- 10 -

In a fifth aspect, the present invention provides a computer readable medium providing a computer program in accordance with the fourth aspect of the invention.

5 **DETAILED DESCRIPTION OF THE DRAWINGS**

Features and advantages of a preferred embodiment of the present invention will now be described, by way of example only, with reference to the accompanying drawings,
10 in which:

Figure 1a is a computing system suitable for use with an embodiment of the present invention;

Figure 1b is a diagram depicting a system in accordance with an embodiment of the present invention;

15 Figure 1c is a diagram depicting a system in accordance with another embodiment of the present invention;

Figure 1d is a diagram depicting a system in accordance with a further embodiment of the present
20 invention;

Figure 1e is a diagram depicting a system in accordance with yet another embodiment of the present invention;

Figure 2a is a screenshot of a database menu in an
25 embodiment of the present invention;

Figure 2b is a screenshot of a database administration menu in accordance with an embodiment of the present invention;

Figure 2c is a screenshot of a database
30 administration option to add or locate exchange in accordance with an embodiment of the present invention;

Figure 2d is a screenshot of a database administration option to add or locate listings lodgement

- 11 -

form in accordance with an embodiment of the present invention;

Figure 2e is a screenshot of a database administration option to add or locate competitive advantages in accordance with an embodiment of the present invention;

Figure 2f is a screenshot of a database administration option to add or locate match types in accordance with an embodiment of the present invention;

Figure 2g is a screenshot of a database administration option to add or locate match questions for buyers and sellers in accordance with an embodiment of the present invention;

Figure 2h is a screenshot of a database administration option to add or locate match properties of questions for buyer and sellers in accordance with an embodiment of the present invention;

Figure 2i is a screenshot of a database administration option to add or locate match properties of questions for buyer and sellers in accordance with an embodiment of the present invention;

Figure 2j is a screenshot of a database administration option to add or locate periodic matching properties of in accordance with an embodiment of the present invention;

Figure 3 is a screenshot of an international marketplace board utilised in an embodiment of the present invention;

Figure 4a is a screenshot of a country marketplace board utilised in an embodiment of the present invention;

Figure 4b is a screenshot of an advisors, brokers or agents listings board utilised in an embodiment of the present invention;

- 12 -

Figure 4c is a screenshot of a login screen utilised in an embodiment of the present invention;

Figures 4d, to 4p are screenshots of a personalised web interface or console utilised by advisors, brokers and
5 agents in an embodiment of the present invention;

Figures 4q to 4x are screenshots of a personalised web interface or console utilised by marketplace administrators in an embodiment of the present invention;

Figures 5a and 5b are screenshots of a personalised
10 web interface or console utilised by investors and buyers in an embodiment of the present invention;

Figures 6a to 6e are screenshots of a marketplace board web page utilised in an embodiment of the present invention;

15

DESCRIPTION OF A SPECIFIC EMBODIMENT

At Figure 1a there is shown a schematic diagram of a computing system 1 suitable for use with an embodiment of
20 the present invention. The computing system 1 may be used to execute applications and/or system services such as deployment services in accordance with an embodiment of the present invention. The computing system 1 preferably comprises a processor 2, read-only memory (ROM) 3, random
25 access memory (RAM) 4, and input/output devices such as disk drives 5, keyboard 6, mouse 7, display 8, and printer 9. The computer includes programs that may be stored in RAM 4, ROM 3, or disk drives 5 and may be executed by the processor 2. Disk drives 5 may include any suitable
30 storage media, such as, for example, floppy disk drives, hard disk drives, CD ROM drives or magnetic tape drives. The computing system 1 may use a single disk drive 5 or multiple disk drives. The computing system 1 may use any

- 13 -

suitable operating system 9, such as Windows™ or Unix™. The computing system contains a software application (including a database) 10, which is arranged to operate in accordance with an embodiment of the present invention.

5 It will be understood that whilst an embodiment of the invention may be arranged to operate on a single computing device, the software application 10 may be comprised of a plurality of components, each component being arranged to operate on a separate computing device,
10 each computing device being arranged to reside on a network. In more detail, the architecture in Figure 1a is one example only of computer architecture that could be used to implement an embodiment of the present invention. Other architectures may also be utilized, such as a
15 mainframe/terminal architecture, or a distributed computing architecture where sub-components of the system are distributed amongst different physical computing systems.

The computing system 1 includes means for allowing a
20 first user to enter information regarding an unlisted market transaction, and means for posting the information to a point on the computer network, and posting the information in a manner which identifies the information as having been entered by the first user. In the example
25 given in Figure 1a, the means may be a web server (which forms part of the software application 10) which prompts the first user to enter information through a web interface, and which then provides that information to other users on a web site.

30 In more detail, at Figures 1b, 1c, 1d and 1e there are shown diagrams which depict systems for facilitating unlisted market transactions in accordance with different embodiments of the present invention.

- 14 -

Referring to Figure 1b the system for facilitating unlisted market transactions in accordance with an embodiment of the present invention includes a group account website 19 (labelled "Group Account Website" in Figure 1b), which is connected via a network 12c, such as the Internet, to a country website 18 (labelled "Country Website" in Figure 1b), which is in turn connected to a central website 17 (labelled "Global Market Website" in Figure 1b). Each of the websites includes a web server which is arranged to interact with a database 10. Advisers, agents, brokers, investors or buyers (15a, 15b, 15c, 15d, 15e) (termed a "member" in the diagram) can set up or are provided with a secure group account 11b (11a, 11c, 11d, 11e) on the group account website 19 on the system. The group account website will allow the members (15a, 15b, 15c, 15d, 15e) who form a discrete organisation to operate under a single group account. That is, each organisation (e.g. an accounting firm, an investment firm, etc.) will have a single group account website, even though each member (i.e. an individual) will access their organisation's group account via an individual login procedure. However, it will be understood that a member may utilise any suitable device to access the web page to perform login procedures, such as a personal computer, a networked computer, a portable computer including a notebook, a PDA, a Pocket PC, a Tablet, a proprietary LCD screen or terminal, a Television or other type of video display unit (VDU) or a wireless device such as a Smart Phone or a Mobile Phone.

In the embodiment described, there are provided three different websites, which together form an embodiment of a system in accordance with the present invention.

- 15 -

The first website is termed the "Global Market Website". This website provides the viewer with a summary listing of the total monetary value of all opportunities for each country or jurisdiction. A user may click on a link for a particular country and will be transferred to the Country website. The Country website contains a listing of all the agents which operate within the particular country and a summary of the total monetary value of all opportunities listed by the agent. A user may click on a link for a particular agent and will be transferred to the group website, which lists all opportunities offered by the agent. A user may interact with the system at any level (i.e. they may proceed directly to the Global Market website, the Country website, or any one of the Group websites), depending on their requirements.

Referring to Figures 2a, to 2j, there is depicted a number of different systems for facilitating unlisted market transactions in accordance with different embodiments of the present invention. Figures 2a to 2j include screenshots of the type of web pages which may be rendered when a call is made to database 10 by a user (as referred in figures 1a to 1e).

Figure 2a depicts a screenshot of the relevant web page with a main menu of the software application 10.

The main menu of the software application 10 may be accessed by providing a unique username and password through a login screen (not shown). However, it will be understood that any suitable authentication procedure may be utilised, such as IP Address authentication, connection via a dedicated hardware or wireless link, or any other suitable hardware or software authentication system.

- 16 -

The main menu at Figure 2a, utilising the web server and the database, provides the inventor or the database administrator access to the database for additions and modifications.

5 At Figure 2b is a screenshot of the relevant web page produced by the software application 10 with a sub menu on the left side, which links to relevant parts of the database for additions and modifications.

10 Referring to Figure 2c, the database administrator can add or locate to modify the list of users of the database. For example, a list of Country Websites wanting to match locally and internationally may be placed in the same central database (see also Figure 3).

15 Once the database administrator has successfully accessed the database and established a Country Website, the database administrator can perform numerous tasks such as adding or modifying existing listing forms (see Figure 2d), adding or modifying individual questions in the database (see Figure 2e), adding or modifying the type of
20 match (see Figure 2f), adding or modifying an individual question in the database (see Figure 2g), adding or modifying the match properties of a individual question included in the database for the match (see Figures 2h and 2i) and adding or modifying the matching period (see
25 Figure 2j).

Once the software application 10 has established a country website 18, the marketplace administrator can access their administrator console (see Figure 4v) to add or modify a group account.

30 The secure group account website 19 (also see Figure 6a) is accessed by an individual of an organisation by providing a unique username and password through a login screen 16 (see also Figure 4c). However, it will be

- 17 -

understood that any suitable authentication procedure may be utilised, such as IP Address authentication, connection via a dedicated hardware or wireless link, or any other suitable hardware or software authentication system.

5 The group account, utilising the web server and the database, provides the group account and their members, when they have logged in, with a personalised web interface, which is also termed a "console" (see Figures 4d to 4x, and 5a and 5b). The personalised web interface
10 provides the member with a menu on the left hand side of the screen, which allows the member to access a number of functions, including the ability to list new opportunities (either buyers or sellers), update opportunities previously entered into the system, view reports, and
15 perform other administrative functions related to the administration of their account.

 In the present context, the term "member" is used to denote a user of the system. That is, someone who would interact with the system by listing opportunities or
20 creating buyer or investor profiles. The user of the system would generally be an adviser, broker or agent acting on behalf of an entity such as a company or an investor, although it will be understood that the user may be any suitable person who wishes to list an opportunity
25 or create a buyer or investor profile.

 The user may become a member of the system by appropriate registration procedures. For example, they may submit appropriate personal and/or professional details, such as their name, their address and contact
30 details, occupation, references, and/or any other details required by the system. Once these details are entered, the details may be vetted by an administrator of the system to ensure that the user is appropriate. The user

- 18 -

may also be asked to sign a contractual agreement (electronic or otherwise) which binds them to behave in a certain manner, and which makes them aware of their rights and responsibilities regarding use of the system. Any
5 appropriate vetting process may be utilised to adequately screen new users before they are allowed to become a member of the system.

In the present context, the term "opportunity" is used broadly, to denote either a request for investment
10 (i.e. an individual or company listing, to the market at large, an opportunity to invest in a project or company), or a request to invest (i.e. an individual or company listing their interest in a particular opportunity).

When the member is setting up a new account
15 (i.e. listing a new opportunity), the member will generally begin the process by entering the correct web page.

Figures 4e and 4h are provided screenshots of the relevant web page for entering information regarding a
20 seller (i.e. a company seeking investment) and a buyer (i.e. an investor seeking opportunities), respectively.

The information is entered via a series of web forms, each form being arranged to allow the member to provide information in response to a series of predetermined
25 questions. If the member wishes to enter information regarding an existing opportunity, the member firstly chooses the appropriate opportunity from menu 30, 40. If a new form is to be filled and submitted, the blank forms relevant to the particular opportunity may be accessed by
30 clicking on the appropriate link in menu 31, 41. If an existing (and previously submitted) form is to be updated, the existing forms may be accessed at menu 31, 41.

- 19 -

The predetermined questions in each form are arranged to elicit all information required by the system to correctly and accurately list the opportunity.

Initially, the member will be allowed to enter some
5 basic information with regard to the entity which is providing the opportunity or seeking an opportunity (e.g. a company or an investor). At Annexure A there is provided a so-called "Seller Form 1 - Equity / Debit Listing", which includes a sample of the types of
10 questions that the member will be prompted to answer. A screenshot of Seller Form 1, as it would appear to the member on the web page, is also provided at Figure 4e.

The questions provided in Seller Form 1 can include information regarding the company (name, address, core
15 business of company, etc.), the type and amount of investment being sought, the transaction history of the company (e.g. has investment been sought in the past), the current liquidity of the company, the value of any company assets, current phase of company (e.g. start-up,
20 established business), and any other parameters required to correctly list the opportunity. It will be understood that the breadth and scope of such questions are dependent on local corporations law and regulations, the amount of information required by particular investors, and any
25 other factors dictated by local legal and business practices. The questions included herein are provided by way of example only, and should not be construed as limiting on the scope of the invention.

The questions are framed to elicit all relevant
30 information, even though the member may not be an expert in the market or legal requirements for listing a private equity opportunity. That is, the questions serve to guide

- 20 -

the member through the information requirements for making a listing.

Once the information regarding the entity has been entered, further information may be required to adequately complete the listing. The listing of an opportunity in the primary market is generally not a one step process, but involves the gradual accumulation and publication of information regarding the financial history of the company, publication of annual reports, publication of special announcements regarding the progress of the company (for example, the achievement of a milestone, the development of a new technology, the acquisition of another company, the receipt of an unusually large order, or the gaining of a new significant client) and other information such as the amount of investment capital sought, the preferred conditions of any negotiation, etc.

This information may be entered into the system over a number of discrete time periods. Each entry of information is generally made in response to one or more of the abovementioned events. This necessitates the need to provide a large number of standard forms, each serving a particular purpose and being arranged to guide the exchange member by prompting them to enter all relevant information for that particular event. As stated earlier, these forms are available on the system by either clicking on the menu 31 on the "sellers" webpage (see Figure 4e) or on the menu 41 on the "buyers" webpage (see Figure 4h).

The types of forms may be broadly categorised into:

- Business planning (refer Figure 4e);
- Seller listing (refer Figure 4e);
- Buyer profile (refer Figure 4h, 4i);
- Announcements (refer Figure 4l);
- Milestone reporting (refer Figure 4f);

- 21 -

- Match reports (refer Figure 4j, 4k); and
- Success reporting (refer Figure 4m).

Some forms may be so-called "multi-purpose" forms. Generally the multi-purpose forms contain a single key
5 question that allows the system to determine the particular purpose for which the form is being utilised. The key question could be the price, the form number or how the form acts in the matching process.

One particular form, which is described herein as
10 "Seller Form 1", is one example of the many types of form available.

Turning to Seller Form 1, which is included at Annexure A, there are provided several questions which determine the entire nature of the listing.

15 For example, the field questions 29 to 52 define a checklist of information available to potential investors which may assist with their due diligence. The type of information required during due diligence by investors may include:

- 20 - Current Financial Accounts;
- Tax Return information;
- Business Plan;
- Shareholders Agreement;
- Resume of Management Team;
- 25 - Competitors Analysis;
- Pricing Strategy;
- Selling Strategy;
- Milestone or Action Plan; and
- Technology Strategy.

30 Once the information and milestone reporting information regarding the entity has been fully entered, the advisor can lodge the listing, by selecting the 'Submit' button (see Figure 4g).

- 22 -

In another example, the link "My Listing" (see Figure 4g), defines how a listing status will be displayed and how other members can interact with the listing status.

At any given time, a listing may be in one of a number of states, including:

- Pre-lodgement;
- Pending;
- Active;
- Care Mode;
- 10 - Suspension; and
- Delisting.

Pre-lodgement is the default status for all new listings created by each member. It is the status in which the form is completed prior to Lodgement. At the
15 pre-lodgement stage, members have full access to any element of the form, and it will not be displayed anywhere else on the system aside from the console.

Once the member has completed the form, it may lodge with the group account website then forwarded to the
20 system, or the form may be sent directly to the system. At this point, the listing status will change to "pending" in the member console.

The listing will then appear in the marketplace administrator's console, as provided at Figure 4q. The
25 listing will remain in this mode pending the administrator's decision to approve or reject the listing (see Figure 4r).

Once the listing is approved the status will be changed to "active" in the console of the member. At this
30 point, the system can publish the listing at a variety of marketplaces, including the group account website. Furthermore, the listing may appear in a match report, if the appropriate rating is achieved.

- 23 -

The other important variable or field is "listing type", which includes:

- Equity/Debt;
- Sale of Equity;
- 5 - Trade & Alliance;
- Business Sale;
- Prospectus;
- Executive Placement; and
- Commodities & Produce.

10 These are examples of the variety of listing types available on the group account website. By selecting one of the listing types on the multi-purpose form, the questions asked by the form will change depending on the listing type chosen.

15 The majority of forms are divided into two broad sets of questions. The first are a series of general questions that apply to all listing types. The second broad category is a series of questions specific to a listing type. Each set of questions for each listing type is
20 provided under an appropriate subheading.

By providing a specific form or a subsection within a form for each type of event that forms part of the overall history of the transaction, the system advantageously prompts the member to input information regarding the
25 opportunity or the entity in a systematic and consistent manner. This serves to build a coherent and comprehensive history for each entity entered in the database, which ensures that the credibility and integrity of the database is maintained, whilst simultaneously providing a
30 comprehensive database of information which may then be analysed for statistical purposes (this aspect of the invention will be described in more detail later).

Once the member has entered all relevant information, the group account website or the system will verify the information entered (i.e. the answers provided to the questions) to ensure that the information meets a
5 predetermined standard. That is, the entered information must meet a number of threshold conditions. The threshold conditions may range from a simple consistency and accuracy verification, to a more comprehensive verification.

10 A simple consistency or internal verification may form part of a first stage check which is utilised to identify any obvious or systematic errors (e.g. an incorrect Company Number).

A second stage verification employs more
15 sophisticated techniques and performs a more sophisticated analysis of the entered information.

That is, the system assesses all entered information and makes a preliminary determination as to whether the type of investment sought is prima facie reasonable. For
20 example, it may not be reasonable for a start-up firm with no assets and no transaction history to request an investment loan of \$10 million. Therefore, if a transaction with these criteria is entered into the system, the system may flag this entry as a problematic
25 entry, or take other appropriate action.

The verification protocols may be implemented utilising any appropriate algorithm, such as a formula that uses a number of weighted variables to determine a final "score" or rating (a percentage rating, for
30 example), the score being related to the "reasonableness" of the offer. The final score or rating may then be compared to a predetermined arbitrary cut-off score.

- 25 -

If the final score or rating falls below the arbitrary cut-off score (say 50%), then the system may flag the entry as a problematic entry. If the group account website identifies a problematic entry, it either
5 returns a query message to the member, asking the member to verify the correctness of the information, alter the information (for example, downgrade the amount of capital they are seeking), or alternatively, the information may be forwarded to an administrator or an independent party,
10 who will manually check the information before either approving the entry or rejecting the entry.

Once the form is approved, the status of the form will be changed to active. It will then be published in summary form on the group account website. It will also
15 be open to matching (described later). Updates and Announcements may also be made to the forms, which will be added to an entry log.

Updates can only be made to active listings. Members can access the existing listing in their personalised web
20 interface, make changes to the listing, and re-submit the listing. The system administrator of the group account website will receive a report on the updates made to the listing and either approve or reject the updates. Update requests are presented in a form where only the fields
25 that have been changed are shown, thus making comparisons from old to new simple. If a listing update is approved, the original will remain in the entry log, as will the updates, and the updated listing will become the active listing. Matching (discussed later) will also be
30 automatically undertaken on the updated listing.

The system may also be arranged to require mandatory updates, to ensure that the listings are correct and continue to be relevant. Mandatory updates may occur

- 26 -

within a particular time frame (a number of times per year, for example), or update requests may be issued at random times.

When a mandatory update becomes due, each member will
5 receive an alert reminding them that an update is due.
Once the update is lodged and approved, the alert will disappear and the update will be recorded in the entry log. The log may be accessed through the personalised web interface (see Figure 9). There may be penalties for
10 failing to comply with a request to update information.
For example, if a member fails to make an update within 30 days of the alert, then the listing will be suspended. If another 30 days passes, the listing will be marked as "delisted" and will be removed from the group account
15 website, although the listing will remain in the database.

The form may also be ascribed with a different status. The Care Mode status may be applied if the entity is undergoing changes that may make the information on the form incorrect or redundant. This is particularly
20 important where other members or users must be advised of a possible change before it occurs. The listing will still appear on the group account website and be able to be viewed, but it will not be used in matching.

Suspension Status will be invoked where outside
25 circumstances deem it necessary to withdraw such information from public circulation. In this case, the existence of the listing will remain public information, but the member is not able to view detailed information or entry logs. Delisting Status can occur where the listing
30 will no longer appear on the group account website, but must remain in the database.

If the information provided by the member satisfies the threshold conditions, the system consequently extracts

- 27 -

relevant sections of the entered information and transforms the extracted information into a summarised listing which may then be displayed on the group account website (see Figure 6a).

5 Generally, the summarised listing will only contain de-identified information. That is, when the system converts the entered information into a summarised listing, all information which can uniquely identify the entity (e.g. name, address, etc.) is removed from the
10 listing, so that the identity of the entity is not made publicly available on a website or by any other means. In the specific embodiment shown in Figure 6a, the only information shown regarding each opportunity is the relevant industry 60, the stage at which the opportunity
15 has developed 61, the location of the entity 62, the value of the investment sought 63, the competitive advantage offered by the entity 64, and sub-menu options for further information about the listing 65. Therefore, whilst not explicitly identifying the entity which is offering the
20 opportunity, enough information is conveyed for a viewer to form a reasoned opinion as to whether they wish to contact the member and seek more information regarding the opportunity.

 Not revealing the identity of the entity publicly
25 serves a dual purpose. Firstly, certain legal consequences and obligations can arise in some jurisdictions if an entity publicly advertises an opportunity. In other words, it is not always advisable for an entity to publicly display opportunities.
30 Secondly, as the entity is not uniquely identified, any person interested in seeking more information must approach the member if they are interested in obtaining more information or pursuing the opportunity. In other

- 28 -

words, persons viewing the web page are prevented, at first instance, from bypassing the member and interacting directly with the entity.

The anonymity of the web site posting ensures that
5 the member controls initial contact between the entity and any interested party, and correspondingly, the disincentive to the member which is normally associated with listing on a centralised database is ameliorated.

The information regarding the company is listed at
10 two levels, namely at the country website, and also at the group account website.

The country website (see Figure 4a and 4b) provides a list and links to group account listing board, which contains a list of all investment opportunities.
15 Referring to Figure 4a, the listing on the country website can be limited to a link to the group account website 70, the total number of listings for that group account 71, the total sellers capital on offer 72, and the total buyers capital on offer 73. The web page provides an
20 instant summary of the information for each group account.

If a viewer of the country website accesses the link to the group account website 70, the viewer accesses the group account website homepage, at which the viewer may then click on the link to go through to the group account
25 marketplace (see Figure 6a) on which there is listed a de-identified list of every opportunity currently being provided by the group account.

The group account website may reside on a separate server, or may reside on the same server as the country
30 website. In one embodiment, the country website hosts a number of "virtual" domains, each domain being for a particular group account. When a viewer accesses an individual group account's website via the appropriate

- 29 -

link, the country website provides a web page with content that is unique to the individual group account (e.g. corporate logo, corporate colours, links back to the group account's principal website, etc).

5 In another embodiment, each group account website resides on a separate web server, and the group account website "links" to the country website to request appropriate data. The appropriate data is subsequently rendered and displayed by the group account website as
10 required.

 In both embodiments, the group account maintains a separate "presence" on the Internet, but advantageously utilises the facilities and information located on the country website (and also the central server). In this
15 manner, the group account maintains complete control over their branding, image and clients, while advantageously utilising the resources and network provided by the country website and the central server. In other words, the system utilises a decentralised model of operation.

20 By providing a group account website for each organisation, the information entered by each exchange member of the group account is posted onto a website that is associated exclusively with the group account (and by inference the exchange member) and not with the country
25 website or any other group account that is a member of the network. This advantageously allows the members of a group account to maintain their independence as advisers, agents or brokers, whilst simultaneously providing a forum in which each member has their opportunities placed in a
30 larger "pool" of opportunities with other opportunities presented by other independent advisers, agents or brokers.

- 30 -

This larger pool of opportunities allows the country website or the central server to provide a matching service, to match potential investors with investment opportunities.

5 The matching occurs at three different levels. Matches may be made between members in a single group account website, or between different group accounts, or between different country websites, or any combination of the above. That is, an agent may choose to perform
10 matches only on the opportunities on his own (group) account, or on opportunities within a country, or any subset thereof.

Each match is performed in two-stages.

The first stage utilises simplistic criteria for
15 generating a match, and is generally based on only one or two parameters. These parameters may include stage of business, minimum or maximum capital requirements, industry sector, geographical location, competitive advantage, or independent valuation. If an investment
20 opportunity and an investor have the same criteria for the one or two parameters named above, then a match is generated and both entities are informed via the generation of a match report (see Figure 4j and 4k).

The second stage utilises a more complex algorithm,
25 involving a number of parameters, to provide a rating or score of the compatibility between the potential investor and the investment opportunity. In addition, the algorithm also includes a number of steps to qualify the match between buyers and sellers. These steps may include
30 the matching of key words (previously entered by the member) and more detailed questions. Each of these questions are ascribed a weight value. It will be appreciated that the weight value attached to each

- 31 -

question may be varied according to the particular market wisdom at the time, or to the particular desires of an entity. For example, in a private equity market, some investors may be particularly interested in start-up
5 companies. As such, the "stage of business" question may have a higher weighting (i.e. it will contribute more to the overall score) than other questions. A score is attached to each question depending on the answer provided by the member, and then this score is weighted
10 appropriately (see Figures 2f to 2i).

Turning to Annexure B, there is shown an example of the types of questions that may be utilised to generate a match. The questions relate specifically to a private equity market transaction, although it will be understood
15 that appropriate questions could be composed for any other type of unlisted market transaction. Such modification would be within the purview of an un inventive person skilled in the art.

In Annexure B, column "M" identifies a match
20 question, labelled "M1" to "M60".

There is a "M1" in the business section and a "M1" in the corresponding investors section, and so on. Each question will have the same options for an answer, so a comparison for matching can be made.

25 In the adjacent column "O", there is provided a matching score for each respective question. In a match between two entities, the score for any particular question will be the same for both entries, but the entry will only be recorded in the investors' section, as it
30 will generally be the investor who is informed of the opportunity.

An example of the matching algorithm will now be described in detail, and with particular regard to a

- 32 -

private equity market which is comprised of "investors" and "opportunities".

If an investor wishes to see equity/debt listing, and there are equity/debt listing, then there is potential for
5 a match so a comparison can be made. The system will match all the general questions and the equity/debt specific questions. Where a match is made on a particular question, then the score in column "O" is added to create a rating.

10 The score for the general questions add up to 50, and the scores for the specific questions also add up to 50, creating a total possible score of 100.

Each question is weighted according to relative importance. A score or rating of at least 50% is deemed
15 as a match, so the member is alerted to the existence of an opportunity that may interest their client. Ratings at less than 50% are not notified. It will be understood that any appropriate matching score may be used, depending on the weighting ascribed to each question, and the
20 personal preference of the members or the system administrator.

The weighted score from each individual question is then combined utilising an appropriate algorithm, to arrive at a final matching score. If the final score
25 value is greater than a predetermined value, then a match occurs and the member who is responsible for the entity is informed of the match via their personalised web interface, and in particular, when they choose the buyer match report screen (see Figure 4j). If the final score
30 value is less than a predetermined value, then no match occurs, and the member is not informed.

The matching algorithm used in a specific embodiment is shown in the spreadsheet at Annexure C. Once

- 33 -

individual compatibility scores have been determined, the system may then provide "average" scores for different domains, namely the group account, the country website, the central server.

5 The average scores are provided by summing all individual scores within a particular domain, and then dividing by the number of individual scores. As can be seen in Annexure C, this serves to provide members with an indicator of the "average quality" of the opportunities
10 posted within a domain. For example, if an individual opportunity results in a high match score (say, 90%), and if the average for a particular group account is also quite high (say, 70%), then the member can have some certainty that the opportunities in the group account are
15 relevant to their needs.

 There may also be calculated an "overall average" score for the marketplace, which is achieved by taking the average score for individual transactions, the group account average score, the country website average score,
20 and the central server average score, combining these scores, and dividing by four.

 Once the member is presented with a match report, they may choose one of a number of actions on menu 80. If they are not interested in the match, they can delete the
25 match from their personalised web interface by choosing the "Not Interested" icon 81. If they wish to review the match at a later date, they can choose the "Save for later" icon 82. If they wish to receive more information, they can choose the "email to buyer" icon 83. In other
30 words, when taking action with regard to an opportunity, a member is only required to interact through the personalised web interface.

- 34 -

Notification via the personalised web interface is chosen in preference to email, as it entices the member to log into the system on a regular basis. In another embodiment, however, the match is provided to the member via email, which may be more convenient in some circumstances (for example, where a member can only access their personalised web interface on an irregular basis). It will be understood that the match may be communicated in any suitable form including, for example, SMS, MMS, and other wireless communication technologies.

Whilst the system is used to list unlisted market transactions and to match interested entities with opportunities (and thereby assist in the coherent and efficient operation of the unlisted market transactions), the negotiations and subsequent transactions with respect to each individual opportunity are performed off-line. That is, once a match has been made and both parties have been informed, any negotiations, monetary transactions or contractual transactions occur privately between the parties and without the assistance of the system.

However, while the transaction is not completed on-line, the system prompts the members acting for each of the both entities to enter information regarding the successful completion (or otherwise) of the transaction (see Figure 4m). That is, once an entity decides to take up an opportunity (or not take up an opportunity), the details regarding the decision are entered into the system by the member.

The requirement to enter such information serves a number of purposes. Firstly, it allows a history of entities and members to be built over time. This in turn allows the system administrator to determine any unusual

- 35 -

patterns of behaviour and take corresponding and appropriate action.

For example, in a private equity market, if a company seeks investment, but, over a period of time, the company
5 continues to make unrealistic demands from potential investors and negotiations are never satisfactorily completed, then such behaviour will be recorded. Over time, this recorded behaviour will show evidence of a pattern of poor behaviour that will be obvious to other
10 members and to any central system administrator. As a consequence, the company may either be ignored by other members, or the central system administrator may take some disciplinary action against the member (for example, preventing the member from making any further listings on
15 the system).

This advantageously allows the system as a whole to be regulated and the quality of participation to be monitored, despite the decentralised model adopted by the system.

20 Secondly, the gathering of post-transaction information allows the central system to also serve as a repository for raw statistical information regarding transactions in the unlisted markets. As the unlisted markets are, by nature, very fragmented, little reliable
25 information exists regarding the total volume of transactions, the average value of transactions, current trends, etc. in each of the markets. By requiring members to enter information regarding each successful (and unsuccessful) transaction, a large volume of information
30 regarding individual transactions can be built up, which may then be statistically analysed to provide information regarding the unlisted markets.

- 36 -

Thirdly, the requirement to enter post-transaction information may also be used to monitor the effectiveness and professionalism of a member or a group account. If a member or group account is tardy or does not comply with all requirements imposed by the system, the member or group account may be appropriately penalised. For example, after numerous instances of non-compliance, the member or group account may be excluded from the system and from listing any new opportunities. This advantageously requires members and group accounts to maintain a minimum standard of professionalism and performance.

It will be understood that embodiments of the present invention may be broadly applied to any unlisted market transactions or offers, such as:

- a private company seeking capital, either equity or debt;
- a private company seeking a trade or alliance partner;
- a private company wanting to sell a business;
- an individual wanting to sell a business;
- an individual seeking to provide capital, either equity or debt;
- an individual wanting to buy a business;
- an unlisted company seeking to provide capital, either equity or debt; and/or
- a public company wanting to buy a business.

It will also be understood that whilst the embodiment described herein utilises three discrete websites to perform all functions, other embodiments may be implemented on a single web server or on a plurality of web servers, as generally shown in Figures 1b-1e.

- 37 -

Such variations are within the scope of the invention and within the purview of an un inventive person skilled in the art.

Annexure A**Seller Form 1 - Equity / Debit Listing****Q1: Title (Alias)**

Provide a brief title for the listing. (MAXIMUM 50 CHARACTERS)

Do not disclose any name(s) that might identify the individual(s) or the listing. If the listing has permission by the Australian Investment & Securities Commission or other laws to publish the identity of the listing (eg. ASIC Class Order Exemption or ASIC Policy Statement for an electronic prospectus) then you may disclose the identity of the listing here.

New Listing

Q2: Description

Describe the reason(s) for listing. For example, description of the business opportunity, capital requirement, application of funds, prospectus media release or an executive summary. (MAXIMUM 1,000 CHARACTERS)

Do not disclose any name(s) that might identify the individual(s) or the listing. If the listing has permission by the Australian Investment & Securities Commission or other laws to publish the identity of the listing (eg. ASIC Class Order Exemption or ASIC Policy Statement for an electronic prospectus) then you may disclose the identity of the listing here

--	--

Q3: Legal Entity

Select the type of legal entity.

> Select

Q4: Principal Location

Select the region that best describes the principal address of the listing.

ALL REGIONS

ALL AREAS

Q5: Other Geographic Regions

Select other regions in which the listing has a strong presence.

Australia

ALL REGIONS

Q6: Principal Industry Category

Select the one category that best describes the principal industry focus of the listing.

> Select

Q7: Secondary Industry Categories

Select one or more categories that describe any additional industry focus.

> Select	▲
Advertising	■
Agriculture	■
Arts	▼

Q8: Competitive Advantage

Select the type(s) of advantages the listing may have.

> Select	▲
Lower Sale Price	■
Lower Cost Price	■
Volume of Scale	▼

Q9: Advanced Technology

Select YES or NO if the listing uses advanced technology to manufacture products, and/or to provide services and/or to engage customers.

> Select	▼
----------	---

Q10: Business Stage

Select the stages that best describes where the business is currently at.

> Select	▼
----------	---

Q11: Debt Raised Previously

Has the business previously raised debt?

> Select	▼
----------	---

Q12: Amount of Debt Raised Previously

Select the amount of debt raised previously by this current business. Do not include successful debt funding raised by the entrepreneur for other non-related businesses.

N/A	▼
-----	---

Q13: Date When Debt Raised

Provide the approximate "month and year" when debt was previously raised.

--

Q14: Equity Raised Previously

Have you previously raised equity funding?

> Select	▼
----------	---

Q15: Amount of Equity Funding Raised Previously

Select the amount of equity raised previously by this current business. Do not include successful equity funds raised by the entrepreneur for other non-related businesses.

N/A	▼
-----	---

Q16: Founders Equity Shareholding

Select the percentage range that best describes the founders'/original owners' current stakehold in the business.

> Select	▼
----------	---

Q17: Date When Equity Raised

Provide the approximate period when equity was previously raised. Only provide year and month if possible.

Q18: Preferred Investor Type

Select the type(s) of investor you would be comfortable with as a partner in your business.

> Select	<input type="checkbox"/>
Angel (Individual)	<input type="checkbox"/>
Angel (Syndicate or Cluster)	<input type="checkbox"/>
Bank	<input type="checkbox"/>

Q19: Minimum Total Amount Required

Select the minimum total amount sought for investment.

> Select	<input type="button" value="v"/>
----------	----------------------------------

Q20: Maximum Total Amount Required

Select the maximum total amount sought for investment.

> Select	<input type="button" value="v"/>
----------	----------------------------------

Q21: Minimum Parcel

Select the smallest parcel you are prepared to accept from any one investor or lender.

> Select	<input type="button" value="v"/>
----------	----------------------------------

Q22: Intellectual Property

Select the type(s) of intellectual property employed by the listing.

> Select	<input type="checkbox"/>
Copyright	<input type="checkbox"/>
Domestic Patent	<input type="checkbox"/>
Global Patent	<input type="checkbox"/>

Q23: Preferred Investor Involvement

Select any of the roles that you would be happy for your investor or investor's representative to have in the business.

> Select	<input type="checkbox"/>
Full-time Executive	<input type="checkbox"/>
Part-time Executive	<input type="checkbox"/>
Director	<input type="checkbox"/>





Q24: Valuation (Optional)

Select the estimated valuation range appropriate to the valuation method of the listing. This may assist potential investors when assessing how much equity they might expect for their capital investment.

> Select	<input type="button" value="v"/>
----------	----------------------------------





Q25: Valuation Method (Optional)

Describe the valuation method of the listing. (MAXIMUM 250 CHARACTERS)

	   
--	--


Q26: Exit Strategy

Select the preferred exit option(s) available to the listing.

> Select	
Trade Sale	
Merger	
Initial Public Offering (IPO)	


Q27: Exit Time

Select the period of time you expect the investor(s) will be able to exit from the business.

> Select	
----------	---
















Q28: Return On Investment (ROI) (Optional)

Select the range of ROI the investor can expect once they exit.

> Select	
----------	---

Information Checklist

Answer NOT APPLICABLE, YES or NO if the following information is available to potential investors or buyers, who may need further information to assist them in assessing any business opportunity. Answer every question:

Q29: Current Balance Sheet	N/A 
Q30: Current Profit & Loss Statement	N/A 
Q31: Future Cash Flows & Projections	N/A 
Q32: Details on sales and customers	N/A 
Q33: Historical financial accounts for 3 - 5 years	N/A 
Q34: Copy of last business tax return	N/A 
Q35: Business Plan	N/A 
Q36: Future milestones that support funding requirements	N/A 
Q37: Copy of 'Registered Trademarks/Patents'	N/A 
Q38: Copy of 'Lease/Rental Agreement(s)'	N/A 
Q39: Copy of 'Contract for Sale' or 'Shareholders' Agreement'	N/A 
Q40: Copy of 'Business Registration'	N/A 
Q41: Copy of 'Other Contracts & Agreements'	N/A 
Q42: Current detailed stocktake	N/A 
Q43: Employee Payroll	N/A 

Q44: CV/Resume for all management employees	N/A
Q45: Return on Investment	N/A
Q46: Analysis of competitors	N/A
Q47: Marketing and sales strategy	N/A
Q48: Pricing strategy	N/A
Q49: Technology strategy	N/A
Q50: Product & service offering description	N/A
Q51: Competitive advantages	N/A
Q52: Copies of bank statements for the last 12 months.	N/A

Q53: Dividends paid

Select YES or NO if the business expects to pay dividends to shareholders in the next twelve (12) months.

Q54: Control and Ownership

Select YES or NO if there is a preference for the original owners/founders to ALWAYS own 51% or greater stakehold in the listing.

Q55: Capital Round

Select the number that best represents this capital round eg. If this is your first time to raise capital then select '1'.

Q56: Future Equity Capital Requirements

Select YES or NO if the business intends to raise future rounds of equity capital within the two years, after this current round.

Q57: Type of Office

Select the type of location that best describes the location where the listing operates.

Q58: Number of Employees Now

Select the number of employees in the business, including executives and working owners.

Q59: Number of Employees in the Future

Select the number of employees expected to be employed by the business in three (3) years time, including executives and working owners.

Q60: Number of Shareholders

Select the number of shareholders in the business.

Q61: Management Gaps

Select the type(s) of management gaps that need to be addressed over the next 12 months, and could possibly be supported by a potential investor(s).

> Select	<input type="checkbox"/>
Sales & Marketing	<input type="checkbox"/>
Financial Management	<input type="checkbox"/>
General Management	<input type="checkbox"/>

Q62: Domestic Sales - Current Financial Year

Enter the domestic (Australian only) sales estimates for the current financial year, this might include actual and forecast for that year. Enter amount in Millions of dollars. For example, \$1,389,500 is 1.4

\$ m

Q63: Domestic sales - Third Financial Year

Enter the domestic (Australian only) sales forecast expected in the third year (in Millions of dollars).

\$ m

Q64: Export Sales - Current Financial Year

Enter the export sales estimates for the current financial year, this might include actual and forecast for that year (in Millions of dollars).

\$ m

Q65: Export Sales - Third Financial Year

Enter the export sales forecast for the third financial year (in Millions of dollars).

\$ m

Q66: Domestic Market Share - Current Financial Year

Enter the domestic (Australia only) market share percentage (%) estimates for the current financial year (FY). This includes actual and forecast for the year.

%

Q67: Domestic Market Share - Third Financial Year

Enter the domestic market share percentage (%) forecast for the third financial year (FY) eg. current financial year 2003, third financial year 2005.

%

Q68: Export Market Share - Current Financial Year

Enter the export market share percentage (%) estimates for the current financial year (FY). This includes actual and forecast for the year.

%

Q69: Export Market Share - Third Financial Year

Enter the export market share percentage (%) forecast for the third financial year (FY) eg. If the current financial year is 2003, enter the forecast for FY 2005.

 %**Q70: Guarantor Obligations**

Select YES or NO if the business is a guarantor under any agreement.

 ▼**Q71: Financial Projection Basis**

Are future financial projections based on achieving a successful round of capital?

 ▼**Q72: APCX Listing Agreement**

Select YES or NO if the listing has executed an APCX Listing Agreement with this listing.

 ▼

ANNEXURE B**Buyer Form & Match Reports****1. Private Equity Buyer Profile****GENERAL BUYER INFORMATION**

Alias	TAA Fund
Required Listing Types:	Equity/Debt
Legal entity:	Private Company, Unlisted Public Company
Buyer location:	Sydney, New South Wales
Geographic region:	Global
Main industry category:	IT - Internet B2B
Secondary industry categories:	Engineering, Finance, Industrial, Infrastructure
Competitive advantage:	Volume of Scale, Secure Distribution, High Visibility
Advanced technology:	Yes

EQUITY DEBT QUESTIONS

Business Stage:	Early Stage, Expansion, Licensing
Debt previously provided to an emerging business:	No
Amount of debt previously provided to an emerging business:	\$ 0
Date when debt provided:	Not Applicable
Equity previously provided to an emerging business:	Yes
Amount of equity funding previously provided to an emerging business:	\$ 15,000,000
Number of private equity	10-14

investments:

Date when equity provided: 2004

Type of investor: Pool Development Fund

Minimum total amount available: \$ 2,000,000

Maximum total amount available: \$ 5,000,000

Minimum parcel:

\$ 500,000

Intellectual Property: Global Patent, Trade Secrets

Preferred involvement: Non-Executive Director, Investment Only

Valuation: \$ 7,000,001 - \$ 8,000,000

Exit strategy: Trade Sale, Merger, Listing on ASX, Listing on International Public Exchange

Exit time: 4 years

Return on investment (ROI): 31% - 35%

Current Balance Sheet Yes

Current Profit & Loss Statement Yes

Future Cash Flows & Projections Yes

Details on sales and customers Yes

Historical financial accounts for 3 - 5 years Yes

Copy of last business tax return Yes

Business Plan Yes

Future milestones that support funding requirements Yes

Copy of 'Registered Trademarks/ Patents'	Yes
Copy of 'Lease/ Rental Agreement(s)'	Yes
Copy of 'Contract for Sale' or 'Shareholders' Agreement'	Yes
Copy of 'Business Registration'	Yes
Copy of 'Other Contracts & Agreements'	Yes
Current detailed stocktake	Yes
Employee Payroll	Yes
CV/ Resume for all management employees	Yes
Return on Investment	Yes
Analysis of competitors	Yes
Marketing and sales strategy	Yes
Pricing strategy	Yes
Technology strategy	Yes
Product & service offering description	Yes
Competitive advantages	Yes
Copies of bank statements for the last 12 months.	Yes
Dividends received:	Yes
Control and ownership:	No

I have a minimum parcel of \$500,000.00 to invest in one single round, and for each

of the past two years, my annual income has been greater than \$250,000, and I have net-tangible assets greater than \$2.5 million.

I have executed an APCX Buyer Agreement. Yes

2. Other Buyer Profiles

GENERAL BUYER INFORMATION

Alias	New Buyer
Required Listing Types:	Equity/Debt, Sale of Equity, Trade & Alliance, Business Sale
Legal entity:	Unknown
Buyer location:	Australia
Geographic region:	Australia
Main industry category:	unknown
Secondary industry categories:	Unknown
Competitive advantage:	Unknown
Advanced technology:	unknown

EQUITY DEBT QUESTIONS

Business Stage:	Unknown
Debt previously provided to an emerging business:	unknown
Amount of debt previously provided to an emerging	unknown

business:

Date when debt provided: unknown

Equity previously provided to an emerging business: unknown

Amount of equity funding previously provided to an emerging business: unknown

Number of private equity investments: unknown

Date when equity provided: unknown

Type of investor: unknown

Minimum total amount available: unknown

Maximum total amount available: unknown

Minimum parcel:

unknown

Intellectual Property: Unknown

Preferred involvement: Unknown

Valuation: unknown

Exit strategy: Unknown

Exit time: unknown

Return on investment (ROI): unknown

Current Balance Sheet N/A

Current Profit & Loss Statement N/A

Future Cash Flows & Projections N/A

Details on sales and customers N/A

Historical financial accounts N/A
for 3 - 5 years

Copy of last business tax N/A
return

Business Plan N/A

Future milestones that N/A
support funding
requirements

Copy of 'Registered N/A
Trademarks/ Patents

Copy of 'Lease/ Rental N/A
Agreement(s)'

Copy of 'Contract for Sale' N/A
or 'Shareholders'
Agreement'

Copy of 'Business N/A
Registration'

Copy of 'Other Contracts & N/A
Agreements'

Current detailed stocktake N/A

Employee Payroll N/A

CV/ Resume for all N/A
management employees

Return on Investment N/A

Analysis of competitors N/A

Marketing and sales N/A
strategy

Pricing strategy N/A

Technology strategy N/A

Product & service offering N/A
description

Competitive advantages N/A

Copies of bank statements for the last 12 months. N/A

Dividends received: N/A

Control and ownership: N/A

I have a minimum parcel of \$500,000.00 to invest in one single round, and for each of the past two years, my annual income has been greater than \$250,000, and I have net-tangible assets greater than \$2.5 million.

I have executed an APCX Buyer Agreement. unknown

SALE OF EQUITY QUESTIONS

Sale of equity amount: unknown

Estimated equity stakehold: unknown

Conditions for sale of equity
:

TRADE AND ALLIANCE QUESTIONS

Type of trade & alliance: Unknown

IP Ownership: unknown

Trade and/or alliance
partner conditions:

BUSINESS SALE QUESTIONS

Sale amount of business: unknown

Reasons for purchase of business: Unknown

Years in business: unknown


Profit results: unknown

Business purchase conditions:

3. Match Reports

C0004: Energy Efficient Farm Hardware

Equity / Debt - (Rating: 89%)


Legal entity	Natural Person	Seeking capital	Equity/Debt - Seeking between \$ 100,000 and \$ 500,000 in capital.	 <p>Advisor: Mr John Fox. <i>Director</i> <i>Regional Network</i></p> <p>Phone: 2672762 828282 john.fox@regdev.net.au www.regdev.net.au</p> <p>12 Forbes St. Forbes, NSW. 2999 Australia</p>
Principal location	Australia			
Other regions	Australia	Business stage	Startup	
Principal industry	Agriculture	Preferred involvement	Angel (Syndicate or Cluster), Bank, Investment Company, Offshore Investor, Venture Capital Fund	
Secondary industries	Engineering, Environment, Horticulture, Industrial, Mining			
Competitive advantage	Contracts - Government, Contracts - Commercial	Min amount required	\$ 150,000	
		Max amount required	\$ 400,000	
High technology	Yes	Min parcel	\$ 50,000	

Matching Details (Check = Match)

- | | | |
|--|---|--|
| <input type="checkbox"/> Legal Entity | <input checked="" type="checkbox"/> Exit Strategy | <input checked="" type="checkbox"/> C/L Other Contracts |
| <input checked="" type="checkbox"/> Buyer Location | <input checked="" type="checkbox"/> Exit Time | <input checked="" type="checkbox"/> C/L Detailed Stocktake |
| <input checked="" type="checkbox"/> Geo Region | <input checked="" type="checkbox"/> Return on Investment | <input checked="" type="checkbox"/> C/L Employee Payroll |
| <input checked="" type="checkbox"/> Main Industry Category | <input checked="" type="checkbox"/> Current Balance Sheet | <input checked="" type="checkbox"/> C/L All Employees |
| <input type="checkbox"/> Secondary Industries | <input checked="" type="checkbox"/> Current P&L Statement | <input checked="" type="checkbox"/> C/L Return On Investment |
| <input checked="" type="checkbox"/> Competitive Advantage | <input checked="" type="checkbox"/> Future Cash Flow | <input checked="" type="checkbox"/> C/L Competitor Analysis |
| <input checked="" type="checkbox"/> High Tech | <input checked="" type="checkbox"/> C/L Sales Customers | <input checked="" type="checkbox"/> C/L Sales Strategy |

<input checked="" type="checkbox"/> Business Stage	<input checked="" type="checkbox"/> C/L Historic Accounts	<input checked="" type="checkbox"/> C/L Pricing Strategy
<input checked="" type="checkbox"/> Type of Investor	<input checked="" type="checkbox"/> C/L Last Taxes	<input checked="" type="checkbox"/> C/L Tech Strategy
<input checked="" type="checkbox"/> Minimum Investment Required	<input checked="" type="checkbox"/> C/L Business Plan	<input checked="" type="checkbox"/> C/L Product/Service Description
<input checked="" type="checkbox"/> Maximum Investment Required	<input checked="" type="checkbox"/> C/L Future Milestones	<input checked="" type="checkbox"/> C/L Competitive Advantage
<input checked="" type="checkbox"/> Minimum Parcel	<input checked="" type="checkbox"/> C/L Registered Trademarks	<input checked="" type="checkbox"/> C/L Bank Statements
<input checked="" type="checkbox"/> Intellectual Property	<input checked="" type="checkbox"/> C/L Lease Agreement	<input checked="" type="checkbox"/> Dividends Paid
<input checked="" type="checkbox"/> Preferred Involvement	<input checked="" type="checkbox"/> C/L Shareholders Agreement	<input checked="" type="checkbox"/> Control and Ownership
<input checked="" type="checkbox"/> Valuation	<input checked="" type="checkbox"/> C/L Business Registration	

C0009: Medical Device**Trade & Alliance - (Rating: 66%)**

Legal entity	Unlisted Public Company	Type of trade & alliance	Offshore office, Distribution, Other	 Advisor: Ms Carly Walker. <i>Senior Associate</i> <i>Medium Legal Firm</i> Phone: 252525 2626262 carly.walker@mlf.com.au www.mlf.com.au 1 Martin Place Sydney, NSW, 2004 Australia
Principal location	Melbourne, Victoria	IP Ownership	Yes	
Other regions	Australia	Trade/alliance partner conditions	Seeking joint venture partners for Asia and Canada operations.	
Principal industry	Medical			
Secondary industries	Export, Healthcare, Manufacturing			
Competitive advantage	Government Regulation, Secure Distribution			
High technology	Yes			
Matching Details (Check = Match)				

<input checked="" type="checkbox"/> Legal Entity	<input type="checkbox"/> Main Industry Category	<input type="checkbox"/> High Tech
<input type="checkbox"/> Buyer Location	<input checked="" type="checkbox"/> Secondary Industries	<input checked="" type="checkbox"/> Type of Trade/Alliance
<input type="checkbox"/> Geo Region	<input checked="" type="checkbox"/> Competitive Advantage	<input checked="" type="checkbox"/> IP Ownership

C0005: Mapping Technologies**Prospectus - (Rating: 100%)**

PRIME is an intelligent and powerful mapping database technology. The PRIME system has a unique interactive solution based on military standards for identifying and planning access to remote and urban areas. PRIME is an industry leader and has successfully provided defense agencies worldwide with advanced mapping systems for planning military exercises. Please download the PRIME prospectus to learn more about its consumer applications for the automotive and leisure markets.



Advisor:
Ms Jane Doe.
Partner
Corporate Advisory Firm

Phone: 21938 231903
jane@caf.com
www.caf.com.au

121 Macquarie St
Sydney, NSW. 2000
Australia

Legal entity	Unlisted Public Company	Prospectus name	Prime Knowledge Mapping Technologies Limited
Principal location	Sydney, New South Wales	Offer opens	1 July 2004
Other regions	Victoria, Australia	Offer ends	31 December 2004
Principal industry	IT - Software	Minimum parcel	\$ 3,000
Secondary industries	Aviation, Education, IT - Other, Leisure, Marine, Mining	Shares offered for subscription	5000000
Competitive advantage	Lower Cost Price, Secure Distribution, Large Market Share, Intellectual Property, Contracts - Government, Contracts - Commercial, Commercialised Technology, Industry Recognition	Minimum subscription	\$1,500,000
		Full subscription	\$ 5,000,000
		Oversubscription	\$1,000,000
		Dividends paid	unknown
High technology	Yes	Dividend Policy	The PRIME Board of Directors have an intention to pay two dividends per year, subject to profitability.
			Dividends will be declared in April and October each year and will be payable to the shareholders who are on the register at the date the dividend is declared. Payment is made within one month of the date of declaration. Full details of the PRIME Dividend Policy is available in the prospectus.
		Prospectus conditions	Download the prospectus at: www.caf.com.au/prime

Matching Details (Check = Match)
☒ Legal Entity

☒ Buyer Location

☒ Geo Region

☒ Main Industry Category

☒ Secondary Industries

☒ Competitive Advantage

☒ High Tech

☒ Minimum Parcel

☒ Dividend Policy

ANNEXURE C

55

QUESTIONS (BUYER)	Answer	Score Result	Matching	Score Matrix	Matching	Answer	QUESTIONS (SELLER)
CONTACT SECTION							CONTACT SECTION
Alias name							Alias name
INVESTORS SECTION							BUSINESS SECTION
Profile listing type	Equity/Debt, Trade & Alliance, Executive Placement	10	M1	10	M1	Equity/Debt	Listing type
Legal entity	Public Company	5	M2	5	M2	Private Company	Legal entity
Buyer location	All Capital Cities, Australia	2	M3	2	M3	Sydney	Principle location
Geographic region	All Capital Cities, Australia	10	M4	10	M4	Perth	Other geographic regions
Main industry category	Technology	8	M5	8	M5	Technology	Principle industry category
Secondary industry categories	Engineering, Logistics	4	M6	4	M6	Marine, Logistics	Secondary industry categories
Competitive advantage	Intellectual Property	5	M7	5	M7	Intellectual Property	Competitive advantage
High technology	Yes	2	M8	2	M8	Yes	High technology
Key words	robotics, logistics	4	M9	4	M9	water, robotics, engineering, logistics	Key words

QUESTIONS (BUYER) EQUITY / DEBT	Answer	Score Result	Matching	Score Matrix	Matching	Answer	QUESTIONS (SELLER) EQUITY / DEBT LISTING
Business stage	R & D, Seed, Startup.	5	M10	5	M10	Startup	Business stage
Type of investor	Corporation	2	M11	2	M11	Angel, Corporation	Preferred investor type
Minimum total amount available	\$50,000	0	M12	3	M12	\$200,000	Minimum total amount required
Maximum total amount available	\$250,000	1	M13	1	M13	\$500,000	Maximum total amount required
Minimum parcel	\$50,000	2	M14	2	M14	\$50,000	Minimum parcel
Intellectual Property	Global Patent	4	M15	4	M15	Global Patent	Intellectual Property
Preferred involvement	Full-time Executive	6	M16	6	M16	Full-time Executive	Preferred investor involvement
Valuation	\$1,000,001 - \$1,250,000	0	M17	5	M17	\$1,500,000 - \$1,750,000	Valuation
Exit strategy	Trade Sale, IPO, Public Listing	2	M18	2	M18	Trade Sale	Exit strategy
Exit time	5 years	2	M19	2	M19	4 years	Exit time
Return on investment (ROI)	26% - 30%	5	M20	5	M20	36% - 40%	Return on investment (ROI)
Due diligence checklist							Information checklist

QUESTIONS (BUYER)	Answer	Score Result	Matching	Score Matrix	Matching	Answer	QUESTIONS (SELLER)
Current Balance Sheet	Yes	0.5	M21	0.5	M21	Yes	Current Balance Sheet
Current Profit & Loss Statement	Yes	0.5	M22	0.5	M22	Yes	Current Profit & Loss Statement
Future Cash Flows & Projections	No	0.0	M23	0.5	M23	Yes	Future Cash Flows & Projections
Details on sales and customers	Yes	0.5	M24	0.5	M24	Yes	Details on sales and customers
Historical financial accounts for 3 - 5 years	Yes	0.5	M25	0.5	M25	Yes	Historical financial accounts for 3 - 5 years
Copy of last business tax return.	Yes	0.5	M26	0.5	M26	Yes	Copy of last business tax return.
Business Plan	Yes	0.5	M27	0.5	M27	Yes	Business Plan
Future milestones that support funding requirements	Yes	0.5	M28	0.5	M28	Yes	Future milestones that support funding requirements
Copy of Registered Trademarks/ Patents	Yes	0.5	M29	0.5	M29	Yes	Copy of Registered Trademarks/ Patents
Copy of 'Lease/ Rental Agreement(s)'	Yes	0.5	M30	0.5	M30	Yes	Copy of 'Lease/ Rental Agreement(s)'
Copy of 'Contract for Sale' or 'Shareholders' Agreement'	No	0.0	M31	0.5	M31	Yes	Copy of 'Contract for Sale' or 'Shareholders' Agreement'
Copy of 'Business Registration'	Yes	0.5	M32	0.5	M32	Yes	Copy of 'Business Registration'
Copy of 'Other Contracts & Agreements'	Yes	0.5	M33	0.5	M33	Yes	Copy of 'Other Contracts & Agreements'
Current detailed stocktake	Yes	0.0	M34	0.5	M34	No	Current detailed stocktake
Employee Payroll	Yes	0.5	M35	0.5	M35	Yes	Employee Payroll
CV/ Resume for all management employees	Yes	0.5	M36	0.5	M36	Yes	CV/ Resume for all management employees

QUESTIONS (BUYER)	Answer	Score Result	Matching	Score Matrix	Matching	Answer	QUESTIONS (SELLER)
Return on Investment	Yes	0.5	M37	0.5	M37	Yes	Return on Investment
Analysis of competitors	Yes	0.5	M38	0.5	M38	Yes	Analysis of competitors
Marketing and sales strategy	Yes	0.5	M39	0.5	M39	Yes	Marketing and sales strategy
Pricing strategy	No	0.5	M40	0.5	M40	No	Pricing strategy
Technology strategy	Yes	0.5	M41	0.5	M41	Yes	Technology strategy
Product & service offering description	Yes	0.5	M42	0.5	M42	Yes	Product & service offering description
Competitive advantages	Yes	0.5	M43	0.5	M43	Yes	Competitive advantages
Copy of the last 12 months' bank statements	Yes	0.5	M44	0.5	M44	Yes	Copy of the last 12 months' bank statements
Dividends received	No	0.5	M45	0.5	M45	No	Dividends paid
Control and ownership	No	0.5	M46	0.5	M46	No	Control and ownership

QUESTIONS (BUYER)	Answer	Score Result	Matching	Score Matrix	Matching	Answer	QUESTIONS (SELLER)
SALE OF EQUITY							SALE OF EQUITY LISTING
Purchase equity for sale		0	M47	25	M47		Sale of equity amount
Estimated equity stakehold		0	M48	25	M48		Sale of equity stakehold
TRADE & ALLIANCE							TRADE & ALLIANCE LISTING
Type of trade & alliance		0	M49	25	M49		Type of trade & alliance
IP Ownership		0	M50	25	M50		IP Ownership
BUSINESS SALES							BUSINESS SALE LISTING
Sale amount of business		0	M51	20	M51		Business for sale amount
Reasons for sale of business		0	M52	10	M52		Reasons for sale of business
Years in business		0	M53	5	M53		Years in business
Profit results		0	M54	15	M54		Profit results
PROSPECTUS		0					PROSPECTUS LISTING
Minimum parcel		0	M55	25	M55		Minimum parcel
Dividend Policy		0	M56	25	M56		Dividends paid
EXECUTIVE PLACEMENT		0					EXECUTIVE PLACEMENT LISTING
Preferred involvement		0	M57	10	M57		Type of role
Availability		0	M58	10	M58		Availability
Income		0	M59	25	M59		Income
Placement status		0	M60	5	M60		Placement status

QUESTIONS (BUYER)	Answer	Score Result	Matching	Score Matrix	Matching	Answer	QUESTIONS (SELLER)
-------------------	--------	--------------	----------	--------------	----------	--------	--------------------

Matching Algorithm

Private equity match (individual)

90.5

Match Result 1

The result from matching a 'buyer profile' with a 'seller profile', using the sample data provided. The objective of Match Result 1 is to provide the investor with a way to identify opportunities that match the investor's profile. A high score represents a quality match whereas a low score represents a poor match.

Step 1

Seller profile submitted to server

Step 2

Buyer profile submitted to server

Step 3

Server submits data to the System. The System then matches individual 'buyer answers' with 'seller answers', if any questions is an exact match or the answer meets a minimum requirement (matching rule) the the Matrix Score for the specific question is added to Match Result 1. 100 is the highest possible score.

60

This matching algorithm at "Match Result 1" is typical of most matching services. Refer to the worksheet labelled MATCHING ALGORITHM for details about PCX Holdings Pty Limited matching system.